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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- In re	: :	x
SEARS HOLDINGS CORPORATION, et al.,	:	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors.¹	:	(Jointly Administered)
----- x		

**CERTIFICATE OF NO OBJECTION PURSUANT TO
28 U.S.C. § 1746 REGARDING DEBTORS' THIRTIETH OMNIBUS
OBJECTION TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court’s case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the undersigned hereby certifies as follows:

1. On April 26, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Debtors’ Thirtieth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)* (ECF No. 9588) (the “**Omnibus Objection**”).

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the “**Response Deadline**”). The Response Deadline was set for July 9, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** to the proposed order granting the relief requested in the Omnibus Objection (the “**Proposed Order**”), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: July 22, 2021
New York, New York

/s/ Garrett A. Fail

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*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x	
In re	:
	CHAPTER 11
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----x	

**ORDER GRANTING DEBTORS' THIRTIETH OMNIBUS
OBJECTION TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)**

Upon the *Debtors' Thirtieth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)*, filed June 18, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) disallowing the No Liability Claims (as defined below)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, L.P., 1700 Broadway, 19th Floor, New York, NY 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

and, as applicable, expunging the relevant proof of claim, and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each proof of claim and ballot listed on **Exhibit 1** annexed hereto, under the headings “*Affected Ballot No.*” and “*Affected Proof of Claim No.*” (the “**Disputed Claims**”) is disallowed in its entirety.
3. Each ballot listed on **Exhibit 1** that is disallowed pursuant to this order shall be deemed set at \$0 for purposes of the Administrative Expense Claims Consent Program, and no

distributions shall be made to Non-Settled Administrative Expense Claims on behalf of the No Liability Claims ballots.

4. Each proof of claim listed on **Exhibit 1** that is disallowed pursuant to his Order shall be expunged in its entirety from the Debtors' claims register.

5. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

6. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, "**Transform**") or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on **Exhibit 1** hereto, as to which all of Transform's rights and defenses are expressly reserved.

7. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

8. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

No Liability Claims

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
1.	ANN CREEK LTD	182353801017739	N/A	Amount not specified
2.	Atascadero Mutual Water Co	182353801021504	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
3.	Atlanta ISD	182353801017875	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
4.	Baker & Hostetler LLP	182353801039738	N/A	Claim has been withdrawn
5.	Benton PUD	182353801021530	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
6.	BIRCHWOOD SNOW & LANDSCAPING CONTRACTORS	182353801039977	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
7.	City of Eagle Pass	182353801018338	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
8.	City of Eagle Pass	182353801018339	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
9.	City of El Paso	182353801018340	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
10.	City of El Paso	182353801018341	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
11.	CITY OF EL PASO	182353801023791	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
12.	City of Frisco, TX	182353801021795	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
13.	City of McAllen	182353801018749	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
14.	CITY OF MCALLEN	182353801024072	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
15.	City of Santa Rosa, CA-Water & Sewer	182353801022044	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
16.	City of Stephenville	182353801043427	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
17.	City of Sulphur Springs	182353801043428	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
18.	City of Tallmadge, OH	182353801022087	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
19.	Coachman Joint Venture LP	182353801017695	15408	The claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC
20.	County of Henrico, VA	182353801024927	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
21.	Cypress - Fairbanks ISD	182353801013557	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
22.	Cypress - Fairbanks ISD	182353801018282	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
23.	Cypress - Fairbanks ISD	182353801013558	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
24.	Cypress - Fairbanks ISD	182353801018283	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
25.	Dallas County	182353801017927	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
26.	Dentons US LLP	182353801039787	N/A	Basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course
27.	Eagle Pass ISD	182353801017945	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
28.	Eagle Pass ISD	182353801017946	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
29.	Elizabethtown Area Water Authority	182353801022282	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
30.	Ellis County	182353801017948	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
31.	Galveston County	182353801018278	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
32.	GREG HASTO	182353801016171	N/A	Amount not specified
33.	Harris County	182353801018280	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
34.	Harris County	182353801018281	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
35.	HARRIS COUNTY, ET AL	182353801018349	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
36.	HARRIS COUNTY, ET AL	182353801018350	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
37.	Hawaii Electric Light Co., Inc. (HELCO)	182353801022417	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
38.	Hawaiian Electric Company (HECO)	182353801022419	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
39.	Hidalgo County	182353801018360	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
40.	Hood CAD	182353801018363	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
41.	Hopkins County	182353801018364	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
42.	Jasper County	182353801013762	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
43.	Jim Wells CAD	182353801018767	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
44.	Jim Wells CAD	182353801018768	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
45.	Kauai Island Utility Cooperative	182353801022496	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
46.	LEGACY MANUFACTURING COMPANY INC	182353801014710	N/A	Amount not specified
47.	LITTLE ADVENTURES LLC	182353801014782	N/A	Amount not specified
48.	Maui Electric Company (MECO)	182353801022589	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
49.	MICHAEL G FONS	182353801019242	N/A	Amount not specified

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
50.	MICHAEL MACEY	182353801019244	N/A	Amount not specified
51.	MONTGOMERY COUNTY	182353801013763	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
52.	MONTGOMERY COUNTY	182353801013764	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
53.	MONTGOMERY COUNTY	182353801025433	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
54.	MONTGOMERY COUNTY	182353801025434	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
55.	Navarro County	182353801013580	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
56.	NEAL MACUDZINSKI O D OPTIC 1758	182353801019454	N/A	Amount not specified
57.	NEW YORK STATE DEPARTMENT OF TAXATION AND	182353801013654	N/A	Claim has been withdrawn
58.	Nueces County	182353801017985	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
59.	Peyton C. Cochrane, Tax Collector, Tuscaloosa County, Alabama	182353801018216	N/A	Claim has been withdrawn
60.	POLK COUNTY	182353801025741	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim
61.	Polk County	182353801018110	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
62.	Porter Internet Sales LLC	182353801019849	7145	Amount not specified
63.	Prairie Electric Company Inc	182353801041389	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
64.	PROTECTOR BRANDS LLC	182353801019944	N/A	Amount not specified
65.	Seyfarth Shaw LLP	182353801039724	N/A	Basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course
66.	SHIPMAN & GOODWIN LLP	182353801020360	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
67.	Suburban Natural Gas	182353801022905	N/A	The ballot provided by the Claimant(s) are not supported by the Debtors' books and records, or no supporting documentation was provided for all or a portion of the Claim
68.	Sulphur Springs ISD	182353801018391	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
69.	Tarrant County	182353801018394	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
70.	Tarrant County	182353801018785	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim
71.	Tarrant County	182353801018786	N/A	Claim asserted in ballot identical to previously disallowed Proof of Claim

Debtors' Thirtieth Omnibus Objection to Claims
Exhibit 1 - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Expunged & Disallowed				
Ref #	Name of Claimant	Affected Ballot No.	Affected Proof of Claim No.	Reason for Proposed Disallowance
72.	Town of Watertown, NY	182353801023000	N/A	Basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course
73.	Upton, Mickits and Heymann, LLP	182353801039803	N/A	Basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course
74.	Wood County	182353801018050	N/A	Amount not specified; Claim asserted in ballot identical to previously disallowed Proof of Claim

Exhibit B

Redline

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x	
In re	:
	CHAPTER 11
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----x	

**ORDER GRANTING DEBTORS' THIRTIETH OMNIBUS
OBJECTION TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)**

Upon the *Debtors' Thirtieth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)*, filed June 18, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) disallowing the No Liability Claims (as defined

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, L.P., 1700 Broadway, 19th Floor, New York, NY 10019.

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below) and, as applicable, expunging the relevant proof of claim, and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and ~~the Court having held a hearing to consider the relief requested in the Objection on July 27, 2021 (the "Hearing"); and upon the record of the Hearing, and~~ upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each proof of claim and ballot listed on Exhibit 1 annexed hereto, under the headings “Affected Ballot No.” and “Affected Proof of Claim No.” (the “**Disputed Claims**”) is disallowed in its entirety.

3. Each ballot listed on **Exhibit 1** that is disallowed pursuant to this order shall be deemed set at \$0 for purposes of the Administrative Expense Claims Consent Program, and no distributions shall be made to Non-Settled Administrative Expense Claims on behalf of the No Liability Claims ballots.

4. Each proof of claim listed on **Exhibit 1** that is disallowed pursuant to this Order shall be expunged in its entirety from the Debtors' claims register.

5. This Order shall not be deemed to waive, impair, release, or affect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

6. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, "**Transform**") or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on **Exhibit 1** hereto, as to which all of Transform's rights and defenses are expressly reserved.

7. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

8. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE